

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

FEE APPLICATION COVER SHEET

In Re: LTL Management LLC (“LTL”) Applicant: Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”)
Case No.: 23-12825-MBK Client: LTL Management LLC
Chapter: 11 Case Filed: April 4, 2023

FIRST AND FINAL FEE APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF SERVICES INCURRED AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD FROM APRIL 5, 2023 THROUGH AUGUST 11, 2023

SECTION I – FEE SUMMARY

Interim Fee Application or Final Fee Application

Summary of Amounts Requested for the Period from April 5, 2023, through August 11, 2023 (the “Compensation Period”).

	FEES	EXPENSES
TOTAL PREVIOUS FEES REQUESTED	\$3,866,212.20 ¹	\$127,051.35
TOTAL FEE ALLOWED TO DATE	\$0.00	\$0.00
TOTAL RETAINER (IF APPLICABLE)	\$1,805,564.54	\$0.00
TOTAL HOLDBACK (IF APPLICABLE)	\$773,242.44	\$0.00
TOTAL RECEIVED BY APPLICANT ²	\$1,805,564.54	\$0.00

Fee Total: \$3,866,212.20
Disbursement Total: \$127,051.35
Total Fee Application: \$3,993,263.55

¹ The total amount of fees and expenses incurred by Skadden during the Combined Monthly Statement Period for matters in which it is solely representing LTL or is representing LTL jointly with Johnson & Johnson is \$7,371,030.92. Of this amount, as set forth in this fee statement, Skadden is seeking payment in the amount of \$3,866,212.20 in fees and \$127,051.35 in expenses from LTL. Skadden’s fees for matters in which it is solely representing Johnson & Johnson are not reflected in this monthly fee statement.

² Skadden has completed its reconciliation of fees and expenses actually incurred for the period prior to the Petition Date and has made a corresponding adjustment to the amount of the retainer held by Skadden. The amount of the retainer is \$1,805,564.54. Upon the filing of the certificate of no objection in respect of Skadden’s Combined Monthly Fee Statement [ECF No. 1354], Skadden will apply the retainer.

NAME OF PROFESSIONAL & TITLE	YEAR ADMITTED (Or Years Of Prof. Svc.)	HOURS	RATE	FEES
Richard T. Bernardo, Partner	1988	15.10	\$1,595.00	\$24,084.50
Allison M. Brown, Partner	2004	212.40	\$1,356.00/ \$678.00 ³	\$281,166.60
Christopher D. Cox, Partner	1998	88.20	\$1,128.00	\$99,489.60
Jessica Davidson, Partner	1996	27.20	\$1,595.00	\$43,384.00
Nina R. Rose, Partner	2006	34.90	\$1,100.00	\$38,390.00
Geoffrey M. Wyatt, Partner	2005	28.80	\$1,356.00	\$39,052.80
Patricia A. McNulty, Counsel	1986	0.30	\$1,128.00	\$338.40
Jordan M. Schwartz, Counsel	2009	6.00	\$1,128.00	\$6,768.00
Anthony Balzano, Associate	2019	15.50	\$820.00	\$12,710.00
Prue E. Brady, Associate	2023	155.40	\$440.00	\$68,376.00
Joseph A. Caruso, Associate	2023	53.70	\$440.00	\$23,628.00
Sydney Cogswell, Associate	2022	34.90	\$550.00	\$19,195.00
Jordan Einstein, Associate	2023	23.00	\$440.00	\$10,120.00
Paden Gallagher, Associate	2021	26.80	\$650.00	\$17,420.00
Andrew M. Karp, Associate	2017	81.30	\$915.00	\$74,389.50
Alexander Kasparie, Associate	2016	25.40	\$915.00	\$23,241.00
Zachary W. Martin, Associate	2016	7.00	\$915.00	\$6,405.00
Catherine I. Mullaley, Associate	2019	131.80	\$820.00/ \$410.00 ⁴	\$103,935.00
Christopher Santoli, Associate	2014	26.70	\$925.00	\$24,697.50
Joshua J. Schoch, Associate	2020	34.30	\$750.00	\$25,725.00
Robert A. Silverstein, Associate	2020	30.40	\$750.00	\$22,800.00
Amy St. Amand, Associate	2006	14.40	\$925.00	\$13,320.00
Benjamin Suksomnil, Associate	2003	15.40	\$550.00	\$8,470.00
Carolyn Taglienti, Associate	2021	0.90	\$650.00	\$585.00
Asher Trangle, Associate	2023	31.20	\$440.00	\$13,728.00
Brian Baggetta, Staff Attorney	2005	15.90	\$476.00	\$7,568.40
Levon Alexanian, Paraprofessional	N/A	3.40	\$335.00	\$1,139.00
Anna Brier, Paraprofessional	N/A	1.10	\$220.00	\$242.00
Christopher Heaney, Paraprofessional	N/A	33.80	\$335.00	\$11,323.00
Wendy K. LaManna, Paraprofessional	N/A	30.60	\$335.00	\$10,251.00
Alex Leibovitz, Paraprofessional	N/A	34.60	\$220.00	\$7,612.00
Wandy Liu, Paraprofessional	N/A	11.80	\$236.00	\$2,784.80
Katrina Loffelman, Paraprofessional	N/A	15.50	\$335.00	\$5,192.50
Vikram Mahadevan, Paraprofessional	N/A	18.00	\$220.00	\$3,960.00
Stephanie E. Martin, Paraprofessional	N/A	154.40	\$335.00	\$51,724.00
Jason Skorupka, Paraprofessional	N/A	0.20	\$76.00	\$15.20
TOTALS:		1440.30		\$1,103,230.80

³ 50% rate charged for travel time

⁴ 50% rate charged for travel time.

Flat Fee for Anthony Valadez Pretrial Services ⁵	\$1,300,000.00
Flat Fee for Anthony Valadez Trial Services ⁶	\$4,750,000.00
Total Fees Incurred	\$7,153,230.80
Less Fees for Johnson & Johnson Only Representation	(\$3,287,018.60)
TOTAL FEES REQUESTED	\$3,866,212.20

5 The pretrial flat fee was agreed to be \$2,000,000 for 60 days of pretrial services under the Valadez flat fee arrangement, which arrangement was disclosed in the *Supplemental Certification of Allison Meghan Brown in Support of Application for Retention of Skadden, Arps, Slate, Meagher & Flom LLP, Effective as of April 4, 2023* [ECF No.. 809] (the “Brown Certification”). This has been prorated to reflect the 39 days of services performed during the Combined Statement Period.

6 The trial flat fee was agreed to be \$2,500,000 for 30 days of trial services. See Brown Certification ¶ 7. This has been prorated to reflect the 57 days of services performed during the Combined Statement Period.

SECTION II – SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	Fee
a) Asset Analysis and Recovery Identification and review of potential assets including causes of action and non-litigation recoveries.	0.00	\$0.00
b) Asset Disposition Sales, leases, abandonment and related transaction work.	0.00	\$0.00
c) Avoidance Action Litigation Preference and fraudulent transfer litigation.	0.00	\$0.00
d) Business Operations Issues related to debtor-in-possession operating in chapter 11 such as employee, vendor, tenant issues and other similar problems.	0.00	\$0.00
e) Case Administration Coordination and compliance activities, including preparation of statement of financial affairs, schedules, list of contracts, United States Trustee interim statements and operating reports; contacts with the United States Trustee; general creditor inquires.	0.00	\$0.00
f) Claims Administration and Objections Specific claim inquiries; bar date motions; analyses, objections and allowance of claims.	0.00	\$0.00
g) Employee Benefits/Pensions Review issues such as severance, retention, 401K coverage and continuance of pension plan.	0.00	\$0.00
h) Fee/Employment Applications Preparations of employment and fee applications for self or others; motions to Establish interim procedures.	153.70	\$81,660.20
i) Fee/Employment Objections Review of an objections to the employment and fee applications of others.	0.00	\$0.00
j) Financing Matters under 361, 363 and 364 including cash collateral and secured claims; loan document analysis.	0.00	\$0.00
k) Litigation Other than Avoidance Action Litigation (there should be a separate category established for each major matter).	0.00	\$0.00
l) Meetings of Creditors Preparing for and attending the conference of creditors, the 341(a) meeting and other creditors' committee meetings.	0.00	\$0.00
m) Plan and Disclosure Statement Formulation, presentation and confirmation; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to allowance and objections to allowance of claims.	0.00	\$0.00

SERVICES RENDERED	HOURS	FEE
n) Relief from Stay Proceedings Matters relating to termination or continuation of automatic stay under 362.	0.00	\$0.00
o) Accounting/Auditing Activities related to maintaining and auditing books of account, preparation of financial statements and account analysis.	0.00	\$0.00
p) Business Analysis Preparation and review of company business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies.	0.00	\$0.00
q) Corporate Finance Review financial aspects of potential mergers, acquisitions and disposition of company or subsidiaries.	0.00	\$0.00
r) Data Analysis Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.	0.00	\$0.00
s) Litigation Consulting Providing consulting and expert witness services related to various bankruptcy matters such as insolvency, feasibility, avoiding actions; forensic accounting, etc.	1,266.40 ⁷	\$7,060,581.80 ⁸
t) Reconstruction Accounting Reconstructing books and records from past transactions and bringing accounting current.	0.00	\$0.00
u) Tax Issues Analysis of tax issues and preparation of state and federal tax returns.	0.00	\$0.00
v) Valuation Appraise or review appraisals of assets.	0.00	\$0.00
w) Travel Time Please note that non-working travel time must be billed at 50% of cost.	20.20	\$10,988.80
SERVICES TOTAL:	1,440.30	\$ 7,153,230.80
LESS 50% PORTION OWED BY J&J:		\$ 3,287,018.60
TOTAL:		\$ 3,866,212.20

⁷ These hours only include time billed hourly, not services compensated under the Valadez flat fee arrangement, which arrangement was disclosed in the Brown Certification.

⁸ This fee includes the flat fees charged for services rendered under the Valadez flat fee arrangement, which arrangement was disclosed in the Brown Certification.

SECTION III – SUMMARY OF DISBURSEMENTS

100% LTL

CATEGORY	AMOUNT
Out-Of-Town Travel:	
(a) Transportation	\$1,229.53
(b) Hotel	\$1,292.20
(c) Ground Transportation	\$589.79
Business Meals	\$1,170.76
Deposition Transcripts	\$28,322.03
Delivery Services/Courier	\$67.71
Other Out-Of-Pocket	\$2,331.24
Outside Research	\$717.90
Other Electronic Document Management	\$539.28
Reproduction – color	\$42.14
TOTAL	\$36,302.58

50% LTL / 50% Johnson & Johnson

CATEGORY	AMOUNT
Out-Of-Town Travel:	
(a) Transportation	\$84,467.63
(b) Hotel	\$2,815.22
(c) Ground Transportation	\$5,976.59
Business Meals	\$741.27
Court Fees	\$114.35
Deposition Transcripts	\$29,863.16
Delivery Services/Courier	\$1,676.65
Experts	\$6,594.40
Filing Fees	\$51.25
Other Out-Of-Pocket	\$85.00
Outside Research	\$1,572.38
Other Electronic Document Management	\$319.97
Outside Reproduction & Binding & Specialty Printing	\$46,556.21

CATEGORY	AMOUNT
Reproduction	\$24.36
Reproduction – color	\$639.10
Total	\$181,497.54
Less Expenses for Johnson & Johnson Only Representation	(\$90,748.77)
TOTAL REQUESTED	\$90,748.77

I certify under penalty of perjury that the above is true.

Date: September 8, 2023

/s/ Alison M. Brown

Allison M. Brown, Esq.

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p> <p>WOLLMUTH MAHER & DEUTSCH LLP</p> <p>Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p>JONES DAY</p> <p>Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted <i>pro hac vice</i>)</p> <p><i>ATTORNEYS FOR DEBTOR</i></p>	<p>SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP</p> <p>Allison Meghan Brown, Esq. One Manhattan West New York, NY 10001 Telephone: (212) 735-3222 Facsimile: (917) 777-3222 Allison.Brown@skadden.com</p> <p><i>SPECIAL COUNSEL FOR DEBTOR</i></p>
<p>In re: LTL MANAGEMENT LLC,⁹ Debtor.</p>	<p>Chapter 11 Case No.: 23-12825-MBK Honorable Michael B. Kaplan Hearing Date: October 18, 2023</p>

**FIRST AND FINAL FEE APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
SERVICES INCURRED AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN
POSSESSION FOR THE PERIOD FROM APRIL 5, 2023 THROUGH AUGUST 11, 2023**

Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”), as Special Counsel to LTL Management LLC, the debtor and debtor-in-possession in the above-captioned matter (the “Debtor”), submits this

⁹ The last four digits of the Debtor’s taxpayer identification number are 6622. The Debtor’s address is 501 George Street, New Brunswick, New Jersey 08933.

application (the “Application”) pursuant to *Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals* (the “Compensation Procedures Order”) [ECF No. 562], *Order (I) Dismissing Debtor’s Chapter 11 Petition Pursuant to 11 U.S.C. § 1112(b); (II) Establishing Procedures with Respect to Requests for Compensation; and (III) Granting Related Relief* (the “Dismissal Order”) [ECF No. 1211], sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2016-1, as its first and final application for compensation for services rendered and reimbursement of expenses for the period of April 5, 2023, through August 11, 2023 (the “Compensation Period”). As set forth herein, Skadden seeks, on a final basis, allowance and payment of compensation in the amount of \$3,866,212.20 for services rendered by Skadden during the Compensation Period and allowance and reimbursement of its actual and necessary expenses in the amount of \$127,051.35 incurred during the Compensation Period. In support of the Application, Skadden respectfully represents as follows:

BACKGROUND

1. On April 4, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 case (the “Chapter 11 Case”) in the United States Bankruptcy Court for the District of New Jersey (the “Court”).
2. On May 22, 2023, the Court entered the Compensation Procedures Order. Pursuant to the Compensation Procedures Order, professionals, as directed therein, may file with the Court and serve monthly fee statements. If there are no objections to a monthly fee statement, then the professionals are entitled to payment in the amount of eighty percent of the fees and one hundred percent of the expenses requested in the monthly fee statement.
3. The Compensation Procedures Order further provides that professionals may file interim and final fee applications for allowance of compensation and reimbursement of expenses of the amount sought in the monthly fee statements, including the twenty percent holdback, pursuant to section 331 of the Bankruptcy Code.

4. On August 11, 2023 (the “Dismissal Date”), the Court entered the Dismissal Order. Pursuant to the Dismissal Order, professionals, as directed therein, shall file with the Court and serve any monthly, interim, and final fee statements for periods through and including the Dismissal Date within 30 days of the Dismissal Date.

5. The Office of the United States Trustee has established certain *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to this Chapter 11 Case:

- Exhibit A:** Customary And Comparable Compensation Disclosures With Fee Applications;
- Exhibit B:** Summary of Timekeepers Included In This Fee Application;
- Exhibit C:** Summary of Compensation Requested By Project Category;
- Exhibit D:** Summary of Expense Reimbursement Requested By Category; and
- Exhibit E:** Summary Cover Sheet of Fee Application

6. On May 4, 2023, Skadden filed its application to be retained, effective as of April 4, 2023 [ECF No. 424]. Skadden also filed a supplemental declaration in support of its retention on June 16, 2023 [ECF No. 809] (“Brown Certification”).

7. On June 20, 2023, this Court entered an Order Authorizing Retention of Skadden, Arps, Slate, Meagher & Flom LLP, Effective as of April 4, 2023 [ECF No. 832].

SKADDEN’S APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

8. This Application is Skadden’s first and final application for compensation filed in this matter.

9. In accordance with the procedures prescribed in the Compensation Procedures Order and the Dismissal Order, Skadden has filed and served a combined monthly fee statement (the “Combined Monthly Fee Statement”) during the Compensation Period. As set forth in Skadden’s retention application,

there are certain instances where Skadden represents both the Debtor and Johnson & Johnson (“J&J”) in a matter. In those joint representations, the Combined Monthly Fee Statement allocates 50 percent of Skadden’s fees and expenses to the Debtor and the remaining 50 percent to J&J.

10. On September 8, 2023, contemporaneous with this filing, Skadden filed and served the Combined Monthly Fee Statement requesting payment of fees in the amount of \$3,866,212.20 and reimbursement of expenses in the amount of \$127,051.35 incurred for the period of April 5, 2023, through August 11, 2023. The objection deadline for the Combined Monthly Fee Statement is September 22, 2023.

11. As of the date hereof, Skadden has received payment for fees in the amount of \$0.00 and payment for expenses in the amount of \$0.00.

12. In accordance with the Compensation Procedures Order and Dismissal Order, Skadden seeks final approval of all fees and expenses sought in the Combined Monthly Fee Statement and payment in an amount equal to the difference between the amount of the fees and expenses allowed and the actual payments received by Skadden on account of the Combined Monthly Fee Statement.

JURISDICTION, VENUE, AND STATUTORY BASIS

13. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328, 330, and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules 2016-1 and 2016-3.

SUMMARY OF SERVICES RENDERED AND EXPENSES INCURRED DURING THE COMPENSATION PERIOD

14. The compensation requested in this proceeding is reasonable based on the nature and extent of the services rendered, the size and complexity of this Chapter 11 Case, the time, labor, and special expertise brought to bear on the questions presented, and other related factors.

15. As described in further detail below, during the Compensation Period, the professional services performed by Skadden were necessary and appropriate to protect the rights and fulfill the obligations of the Debtor given the nature and complexity of the issues at hand, were in the best interests of the Debtor and other parties in interest, and were performed in an expeditious and efficient manner. As such, Skadden submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

16. As set forth in the Application cover sheet submitted herewith, Skadden rendered a total of 1,440.30 hours of professional services during the Compensation Period which it is billing on an hourly basis. Skadden also provided services to the Debtor as special counsel in connection with the trial of the case brought by Anthony Valadez against Debtor and Johnson & Johnson.¹⁰ As agreed between the parties and disclosed in the Brown Certification, these services were billed as a flat fee. For the total professional services billed on both and hourly and flat fee basis, Skadden seeks compensation of \$3,866,212.20 and incurred \$127,051.35 in out-of-pocket expenses which were actual, necessary expenses in connection with rendering the professional services described herein.

17. To apprise this Court of the legal services rendered during the Compensation Period, Skadden sets forth the following summary. This summary is intended only to highlight certain categories of services in which Skadden devoted substantial time and attention on behalf of the Debtor. Detailed descriptions of all services rendered and expenses incurred during the Compensation Period are included in the Combined Monthly Fee Statement and are incorporated herein by reference as if fully set forth in their entirety.

A. **Fee/Employment Applications:** This category relates to work in connection with preparing and submitting the Combined Monthly Fee Statement and the Final Fee Application. It also relates to time spent in connection with preparing Skadden' retention application. During the Compensation Period, Skadden reviewed the interested party list and prepared its retention application, disclosure statement, supplemental declaration, and related exhibits.

¹⁰ *Valadez v. Johnson & Johnson*, No. 22CV012759, Superior Court of California, Alameda County (Oakland).

Fees: \$81,660.20; Hours: 153.70

C. **Litigation Consulting:** This category relates to work in connection with talc related litigation and analysis of related issues, including discovery, depositions, strategy, mediation, hearings and trial. With respect to this category, during the Combined Compensation Period, Skadden strategized, advised and executed work related to discovery, depositions, strategy, mediation, and hearings. Skadden specifically assisted with fact and expert discovery in the New Mexico AG matter and drafted supplemental briefing in connection with discovery issues in the Mississippi AG matter. During the Compensation Period, Skadden also prepared for and attended trial in the Valadez matter, which included: preparation for and taking of trial testimony and cross examinations; preparation for and delivery of opening and closing statements; evidentiary briefing and hearings; trial briefing and hearings; post-trial briefing.

Hourly Fees: \$748,563.20; Hours billed hourly: 1,266.40; Flat Fees: \$3,025,000.00

D. **Travel Time:** This category relates to time spent traveling to and from New Jersey for various hearings. During the Compensation Period, Skadden traveled to and from New Jersey for several hearings.

Fees: \$10,988.80; Hours: 20.20

18. In addition to the foregoing, Skadden incurred out-of-pocket expenses during the Compensation Period in the amount of \$127,051.35 which were “actual, necessary expenses” in connection with rendering the professional services described above pursuant to section 330(a)(1)(B) of the Bankruptcy Code. A detailed list of the expenses Skadden has incurred in the course of its representation of the Debtor during the Compensation Period is summarized. Such expenses include, but are not limited to, Out-Of-Town Travel (including Transportation, Hotel and Ground Transportation), Outside Research, and Professional Fees. Skadden has made every effort to minimize the expenses in this matter by utilizing the most cost-efficient methods of communication and production consistent with the necessary time restraints.

CERTIFICATION OF COUNSEL

19. A Certification of Counsel is attached hereto as **Exhibit F.**

COMPLIANCE WITH GUIDELINES

20. Skadden believes that this Application substantially complies with the local rules of this Court and the United States Trustee’s guidelines for fee applications. To the extent there has not been

material compliance with any particular rule or guideline, Skadden respectfully requests a waiver or an opportunity to cure.

CONCLUSION

WHEREFORE, for all of the foregoing reasons, pursuant to sections 328, 330, and 331 of the Bankruptcy Code, Skadden respectfully requests (i) allowance of compensation for professional services rendered as special counsel to LTL during the Compensation Period in the amount of \$3,866,212.20; (ii) reimbursement of actual and necessary expenses incurred by Skadden during the Compensation Period in the amount of \$127,051.35; (iii) payment of the outstanding fees and expenses due Skadden for the Compensation Period; and (iv) such other and further relief as this Court deems just and proper.

Dated: September 8, 2023

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Alison M. Brown

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